

**ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF SOUTH CAROLINA**

IN THE MATTER OF:)	
)	
EIX Acquisition Company Corp.,)	ORDER TO CEASE AND DESIST
EIX Capital Management Corp., and)	Matter No. 20211245
Elijah' Isaiah X,)	
)	
Respondents.)	
_____)	

I. PRELIMINARY STATEMENT

Pursuant to the authority granted to the Securities Commissioner of South Carolina (the “Securities Commissioner”) under the South Carolina Uniform Securities Act of 2005, S.C. Code Ann. § 35-1-101, *et seq.*, and the regulations and rules promulgated thereunder (the “Act”), and delegated to the Securities Division of the Office of the Attorney General of the State of South Carolina (the “Division”) by the Securities Commissioner, the Division conducted an investigation into the securities-related activities of EIX Acquisition Company, Corp. (“EIX Acquisition”), EIX Capital Management Corp. (“EIX Capital”), and Elijah’ Isaiah X (“Isaiah”) (collectively, the “Respondents”). In connection with its investigation, the Division has determined that evidence exists to support the Finding of Facts and Conclusions of Law set forth below, and the issuance of this Order to Cease and Desist.

II. JURISDICTION

1. The Securities Commissioner has jurisdiction over this matter pursuant to S.C. Code Ann. § 35-1-601(a).

III. RELEVANT PERIOD

2. Except as otherwise expressly stated, the conduct described herein occurred during the period of January 1, 2017 to December 31, 2021 (the “Relevant Period”).

IV. RESPONDENTS

3. EIX Acquisition was a South Carolina Corporation founded by Isaiah on March 30, 2017. EIX Acquisition was administratively dissolved on July 18, 2019. The last known address for EIX Acquisition was 113 Wanda Ave, Summerville, South Carolina 29485.

4. EIX Capital is a Delaware Corporation incorporated on September 20, 2018. The last known address for EIX Capital was 4000 Faber Place Drive Suite 300, Charleston, South Carolina 29405.

5. Isaiah is a resident of South Carolina.

V. FINDING OF FACTS

i. EIX Acquisition Investment Opportunity

6. In or around November 2017, Isaiah held himself out to a South Carolina resident (“SC Investor”) as the owner and chief executive officer of EIX Acquisition.

7. Isaiah represented to SC Investor that EIX Acquisition was preparing to issue a public offering on the New York Stock Exchange (the “NYSE”).

8. On or around November 22, 2017, Isaiah provided SC Investor with an EIX Acquisition Confidential Private Placement Memorandum (the “PPM”).

9. According to the PPM, EIX Acquisition:

a. was founded in 2009 by Isaiah;

- b. had a staff of 1,250 employees operating in the sectors of real estate, transportation, hospitality, healthcare, construction, retail, media, financial, and manufacturing;
- c. was initially capitalized by Isaiah's investment of \$250,000.00; and
- d. projected a profit of \$10,000,000.00 for the 2017 year.

10. Furthermore, the PPM disclosed that EIX Acquisition was only offering shares of its common stock through a private placement offering to accredited investors pursuant to Rule 506 of Regulation D of the Securities Act of 1933.

11. The PPM specifically disclosed that SC Investor's investment would "focus on the [t]ransportation industry" and that the "investment of \$25.000 [sic] will yield [SC Investor] 10% ownership."

12. The PPM also disclosed that "the Offering is being made on an 'all or none' basis until the Minimum Offering Amount of \$500,000.00 is raised. Proceeds received prior to raising the Minimum Offering Amount will be held in an escrow account with the Company's bank."

13. SC Investor relied on Isaiah's representations in order to purchase shares of EIX Acquisition common stock prior to the supposed NYSE public listing.

14. On or around December 5, 2017, SC Investor signed an agreement granting SC Investor 25,000 shares of EIX Acquisition's common stock resulting in a 10% ownership interest.

15. On December 5, 2017, there was a transfer of \$25,000 from SC Investor's self-directed IRA account to EIX Acquisition's business checking bank account for the purchase of 25,000 shares of EIX Acquisition's common stock.

ii. EIX Capital

16. On September 19, 2018, Isaiah stated to SC Investor via email that EIX Acquisition will then be known as EIX Capital Management, Corp. and that all “[p]rior agreements will be honored under the new operation.” Furthermore, Isaiah represented that SC Investor’s “investment has been tagged to the two land development[s] in Montgomery, GA and a pending acquisition in CA.”

17. Isaiah provided SC Investor a copy of a “Business Plan” dated August 28, 2018 for EIX Capital that stated the company was a “real estate investment company” that opened in 2009 and had already acquired “\$5 million in financial assets.”

18. In fact, EIX Capital had been incorporated on September 20, 2018 and had not acquired \$5 million in financial assets.

iii. Misappropriation of SC Investor’s Funds

19. Once SC Investor’s funds were deposited into EIX Acquisition’s business checking bank account on December 5, 2017, Isaiah began transferring the funds to his different business and personal accounts.

20. From December 5, 2017 through February 12, 2018, Isaiah misappropriated SC Investor’s funds through purchasing groceries, meals at restaurants, home rental payments, retail purchases, and other personal expenses.

21. Furthermore, SC Investor’s investment was not honored by EIX Capital and not allocated to land development projects as represented by Isaiah in email communications. In reality, the Respondents had already misappropriated SC Investor’s funds prior to the formation of EIX Capital.

22. There is no evidence of the funds ever going to support the business operations of EIX Acquisition or EIX Capital.

iv. Misrepresentations regarding the EIX Acquisition Investment

23. In the offer and sale of the EIX Acquisition common stock shares, Isaiah made material misrepresentations regarding EIX Acquisition and the EIX Acquisition investment offering.

24. Contrary to the PPM:

- a. EIX Acquisition was founded on March 30, 2017 and not in 2009;
- b. EIX Acquisitions did not have a staff of 1,250 employees; and
- c. EIX Acquisitions was not initially capitalized by Isaiah's investment of \$250,000.00.

25. In reality, EIX Acquisition had no actual business operations.

26. Contrary to the PPM, the EIX Acquisition investment offering was never filed pursuant to Rule 506 of Regulation D of the Securities Act of 1933. Furthermore, the PPM established that the offering was only for accredited investors; however, EIX Acquisition sold shares of EIX Acquisition common stock to SC Investor, a non-accredited investor.

27. Contrary to the PPM, proceeds of the offering received prior to raising the minimum offering amount of \$500,000.00 were not held in an escrow account. In fact, the funds were immediately deposited into EIX Acquisition's business checking bank account and thereby misappropriated.

V. CONCLUSIONS OF LAW

28. Paragraphs 1 through 27 are incorporated by reference as though fully set forth herein.

29. The EIX Acquisition common stock is a security as defined in S.C. Code Ann. § 35-1-102(29).

30. The EIX Acquisition common stock was and is required to be registered with the Division pursuant to S.C. Code Ann. § 35-1-301.

31. The EIX Acquisition common stock has not been registered with the Division, is not exempt from registration, and is not a federally covered security.

32. The Respondents offered and sold an unregistered security in violation of S.C. Code Ann. § 35-1-301.

33. As outlined above, in violation of S.C. Code Ann. § 35-1-501, the Respondents, in connection with the offer, sale, or purchase of a security, directly or indirectly, in this State: (1) employed a device, scheme, or artifice to defraud; (2) made untrue statements of a material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (3) engaged in an act, practice, or course of business that operated or would operate as a fraud or deceit upon another person.

34. The Respondents' violations of the Act set forth above provide the basis for this Order, pursuant to S.C. Code Ann. § 35-1-604(a)(1).

35. This Order is appropriate and in the public interest, pursuant to the Act.

VI. ORDER

NOW THEREFORE, pursuant to S.C. Code Ann. § 35-1-604(a)(1), it is hereby **ORDERED** that:

- a. Each Respondent and every successor, affiliate, control person, agent, servant, and employee of each of the Respondents, and every entity owned, operated, or indirectly or

directly controlled by or on behalf of each of the Respondents shall **CEASE AND DESIST** from transacting business in this State in violation of the Act;

- b. The Respondents shall jointly and severally pay a civil penalty in the amount of sixty thousand dollars (\$60,000.00) if this Order becomes effective by operation of law, or, if a Respondent seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed \$10,000.00 for each violation of the Act by the Respondent(s).
- c. The Respondents shall jointly and severally pay the costs associated with this investigation in the amount of five thousand dollars (\$5,000.00) if this Order becomes effective by operation of law, or, if a Respondent seeks a hearing and any legal authority resolves this matter, pay the actual costs associated with the investigation and legal proceeding in accordance with S.C. Code Ann. § 35-1-604(e).

VII. NOTICE OF OPPORTUNITY FOR HEARING

Each of the Respondents is hereby notified that she/he/it has the right to a formal hearing on the matters contained herein. To schedule a hearing, a Respondent must file with the Division within thirty (30) days after the date of service of this Order, a written Answer specifically requesting a hearing. If any Respondent requests a hearing, the Division, within fifteen (15) days after receipt of a written request, will schedule a hearing for that Respondent. The written request shall be delivered to the Office of the Attorney General, 1000 Assembly Street, Columbia, South Carolina 29201, or mailed to the Office of the Attorney General, Attention: Securities Division, P.O. Box 11549, Columbia, South Carolina, 29211-1549.

In the written Answer, a Respondent, in addition to requesting a hearing, shall admit or deny each factual allegation in this Order, shall set forth specific facts on which the Respondent

relies, and shall set forth concisely the matters of law and affirmative defenses upon which the Respondent relies. If the Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, the Respondent shall so state.

Failure by a Respondent to file a written request for a hearing in this matter within the thirty-day (30) period stated above shall be deemed a waiver by that Respondent of the right to such a hearing. Failure by a Respondent to file an Answer, including a request for a hearing, shall result in this Order becoming final by operation of law. The regulations governing the hearing process can be found at S.C. Code of Regulations § 13-604.

This Order does not prevent the Division or any law enforcement agency from seeking additional civil or criminal remedies as are available under the Act, including remedies related to the offers and sales of securities by the Respondents set forth above.

ENTERED, this the 20th day of April, 2022.

ALAN WILSON
SECURITIES COMMISSIONER

By: 
Jonathan B. Williams
Assistant Deputy Attorney General